



12025483

NASDAQ
THE NASDAQ OMX GROUP

Gary N. Sundick
Vice President
Listing Qualifications

By Electronic Mail

February 22, 2012

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on February 22, 2012 The Nasdaq Stock Market (the "Exchange") received from ROI Acquisition Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of common stock and one warrant
Common Stock, \$0.0001 par value per share
Common Stock Purchase Warrants

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

Received SEC

FEB 22 2012

Washington, DC 20549

CERT NAS

File No. 001-35437